



NORTH AMERICAN CAR CORPORATION

33 West Monroe
Chicago, IL U.S.A. 60603
Telephone 312.853.5000
Telex #255222

RECORDATION NO. 11434-C Filed 1423

February 9, 1983

FEB 15 1983 11 40 AM

INTERSTATE COMMERCE COMMISSION

3-046A100

FEB 15 1983

REC'D
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FEE OPERATION BR.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Date
Fee \$ 10.00
G.H.

Dear Secretary:

I have enclosed several originals of the document described below, to be recorded pursuant to Section 11303 of title 49 of the U.S. Code.

This document is a Supplemental Trust Agreement, a secondary document, dated as of January 17, 1983.

The primary document to which this document is connected is recorded under recordation no. 11434.

The names and addresses of the parties are:

Obligor: North American Car Corporation
33 West Monroe Street
Chicago, Illinois 60603

Trustee: Continental Illinois National
Bank and Trust Company of Chicago, as Trustee
30 North LaSalle Street
Chicago, Illinois

Attn: Corporate Trust Department

The Equipment covered by the document is described therein.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the messenger delivering this letter.

A short summary of the document to appear in the index follows:

→ COMPLETE RESTATEMENT OF ALL EQUIPMENT IN ETA
Supplemental Trust Agreement to an Equipment Trust Agreement
with Recordation No. 11434, dated as of January 17, 1983, between

This one is
11434-C

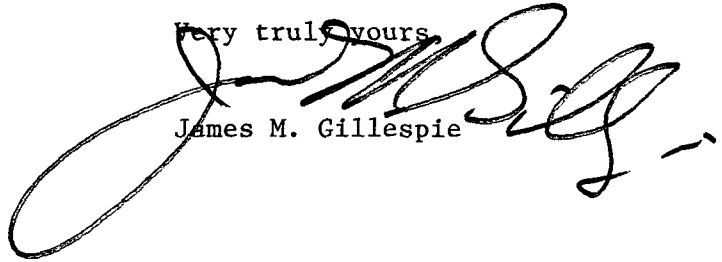
John Austin
John Austin

NORTH
AMERICAN
CAR

North American Car Corporation, and Continental Illinois National
Bank and Trust Company of Chicago, as Trustee, restating the
equipment covered in said Equipment Trust Agreement.

Very truly yours,

James M. Gillespie

A large, stylized handwritten signature in dark ink, likely belonging to James M. Gillespie, written over the typed name.

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

2/15/83

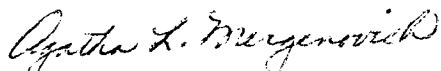
OFFICE OF THE SECRETARY

James M. Gillespie
North American Car
33 West Monroe
Chicago, Illinois 60603

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **2/15/83** at **11:40am**, and assigned recordation number(s) **.7930-F & 11434-C**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

11434-C

SUPPLEMENTAL TRUST AGREEMENT

11434-C
RECORDATION NO. _____ Filed 1425

Dated as of January 17, 1983

FEB 15 1983 - 11 40 AM

IN-STATE COMMERCE COMMISSION

THIS SUPPLEMENTAL TRUST AGREEMENT dated as of January 17, 1983 between NORTH AMERICAN CAR CORPORATION (the "Company") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee (the "Trustee");

W I T N E S S E T H :

WHEREAS the Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of January 1, 1980 (the "Trust Agreement"), providing for the issue of its 10- $\frac{1}{4}$ % Equipment Trust Certificates, First 1980 Series due March 1, 2000 (the "Trust Certificates"), in the aggregate principal amount of \$15,000,000, a true copy of which Trust Agreement is, if the Trustee so directs, annexed hereto as Appendix B, the terms and provisions of which Trust Agreement are incorporated by reference herein, and the definitions provided in said Trust Agreement are hereby extended to apply to all capitalized terms used herein and not otherwise herein defined; and

WHEREAS the Company desires to effect a substitution under the Trust Agreement for certain of the Trust Equipment which has become worn out, sold, unsuitable for use, lost or destroyed; and

WHEREAS the parties hereto desire to amend Attachment A to the Trust Agreement so as to give effect to such substitution;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) duly paid to it by the Trustee on execution of these presents, the receipt and sufficiency of which is hereby acknowledged, the Company and the Trustee covenant and agree for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

Attachment A to the Trust Agreement is hereby amended in its entirety to be and read as set forth in Appendix A hereto.

The Trustee accepts the provisions hereof but only upon the terms and conditions set forth in the Trust Agreement as amended hereby.

Except for the amendment of Attachment A as provided herein, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. This

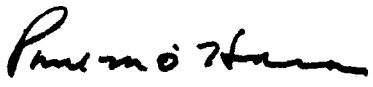
Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

Except for the amendment of Attachment A as provided herein, this Supplemental Trust Agreement shall not supersede, displace or invalidate any prior recordation of the Trust Agreement under the laws of any province of Canada. The Company is hereby appointed the agent of the Trustee for the purpose of taking delivery of any Equipment being delivered in substitution for Equipment, cash, or letters of credit being released in connection herewith.


The provisions of this Supplemental Trust Agreement and all the rights and obligations of the parties hereunder, shall be governed by and construed in accordance with the laws of the State of Illinois. The Company hereby waives and releases all its rights, benefits, and protection given it by Sections 23 through 28 (both inclusive) of the Chattel Mortgage Act of the Province of British Columbia, and amendments thereto, and by Sections 19 through 24 (both inclusive) of the Sale of Goods on Condition Act of the Province of British Columbia, and amendments thereto.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Trust Agreement to be executed by their respective officers, duly authorized, and have caused their respective corporate seals, duly attested, to be hereunto affixed, as of the day and year first above written.

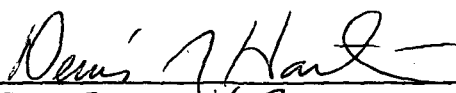
NORTH AMERICAN CAR CORPORATION

By 
Vice President

ATTEST:


Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO, as
Trustee

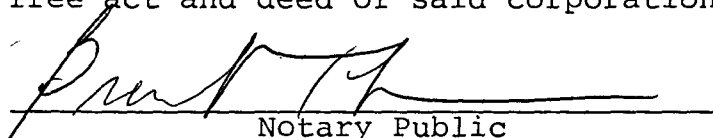
By 
Its 2ND V.P.

ATTEST:


Its Second Vice President

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 17th day of January, 1983,
before me personally appeared Paul M. O'Hara,
to me personally known, who, being by me duly sworn, says
that he is a Vice President of NORTH AMERICAN CAR CORPORATION,
that one of the seals affixed to the foregoing instrument is
the corporate seal of said corporation and that said instru-
ment was on January 17, 1983, signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and he acknowledged that the execution of the fore-
going instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires:

7-21-86

(S E A L)

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 9th day of FEBRUARY, 1983,
before me personally appeared DAVID L. LAM,
to me personally known, who, being by me duly sworn, says
that he is Second Vice President of CONTINENTAL
ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that
one of the seals affixed to the foregoing instrument is the
corporate seal of said national banking association and
that said instrument was on , 19 , signed
and sealed on behalf of said national banking association by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free
act and deed of said national banking association.


Notary Public

My Commission Expires:

My Commission Expires July 2, 1984

(S E A L)

NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST
FIRST 1980 SERIES

PAGE

1

QUANT.	SERIAL #		CAR	RUNNING #		CAR	MECH	AAR	TRUCK	DESCRIPTION
	FROM	TO	INIT	FROM	TO	TYPE	DESN	CODE	CAPACITY	
1	036257		NAHX	036257		HOPPER	LO	L453	TON	3,000 CUBIC FEET
1	036258		NAHX	036258		HOPPER	LO	L151	TON	
3	036259	036261	NAHX	036259	036261	HOPPER	LO	L253	TON	
2	036262	036263	NAHX	036262	036263	HOPPER	LO	L453	TON	
1	036264		NAHX	036264		HOPPER	LO	L153	TON	
1	036265		NAHX	036265		HOPPER	LO	L253	TON	
1	036266		NAHX	036266		HOPPER	LO	L453	TON	
2	036267	036268	NAHX	036267	036268	HOPPER	LO	L153	TON	
12	036269	036280	NAHX	036269	036280	HOPPER	LO	L253	TON	
7	036305	036311	NAHX	036305	036311	HOPPER	LO	L253	TON	
3	039001	039003	NAHX	039001	039003	HOPPER	LO	L354	TON	6,000 CUBIC FEET
3	039005	039007	NAHX	039005	039007	HOPPER	LO	L354	TON	
3	059186	059188	NAHX	059186	059188	HOPPER	LO	L654	TON	
4	059207	059210	NAHX	059207	059210	HOPPER	LO	L654	TON	
24	059212	059235	NAHX	059212	059235	HOPPER	LO	L654	TON	
8	059250	059257	NAHX	059250	059257	HOPPER	LO	L654	TON	
1	059340		NAHX	059340		HOPPER	LO	L154	TON	
4	059369	059372	NAHX	059369	059372	HOPPER	LO	L254	TON	
4	073678	073681	NATX	073678	073681	TANK	TM	T105	TON	
5	093901	093905	NAHX	093901	093905	HOPPER	LO	L651	TON	3,000 CUBIC FEET
1	094006		NAHX	094006		HOPPER	LO	L651	TON	
27	094081	094107	NAHX	094081	094107	HOPPER	LO	L651	TON	
1	094108		NAHX	094108		HOPPER	LO	L153	TON	
4	094109	094112	NAHX	094109	094112	HOPPER	LO	L651	TON	
4	094117	094120	NAHX	094117	094120	HOPPER	LO	L651	TON	
6	390164	390169	NAHX	390164	390169	HOPPER	LO	L652	TON	
1	390171		NAHX	390171		HOPPER	LO	L652	TON	
6	390189	390194	NAHX	390189	390194	HOPPER	LO	L652	TON	
4	390207	390210	NAHX	390207	390210	HOPPER	LO	L652	TON	
3	390215	390217	NAHX	390215	390217	HOPPER	LO	L652	TON	4,000 CUBIC FEET
1	390218		NAHX	390218		HOPPER	LO	L653	TON	
3	455600	455602	PTEX	455600	455602	HOPPER	LO	L153	TON	
3	455605	455607	PTEX	455605	455607	HOPPER	LO	L153	TON	
1	455610		PTEX	455610		HOPPER	LO	L153	TON	
1	455612		PTEX	455612		HOPPER	LO	L153	TON	
5	455615	455619	PTEX	455615	455619	HOPPER	LO	L153	TON	
3	455621	455623	PTEX	455621	455623	HOPPER	LO	L153	TON	
1	455626		PTEX	455626		HOPPER	LO	L153	TON	
2	455629	455630	PTEX	455629	455630	HOPPER	LO	L153	TON	
1	455638		PTEX	455638		HOPPER	LO	L153	TON	5,000 CUBIC FEET
27	455641	455667	PTEX	455641	455667	HOPPER	LO	L153	TON	
10	465725	465734	CPI	389510	389519	HOPPER	LO	L153	TON	

Appendix A

NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST
FIRST 1980 SERIES

PAGE

2

QUANT.	SERIAL # FROM TO	CAR INIT	RUNNING # FROM TO	CAR TYPE	MECH DESN	AAR CODE	TRUCK CAPACITY	DESCRIPTION
106	481875 481980	NAHX	481875 481980	HOPPER	LO	L153	TON	5,000 CUBIC FEET
3	482115 482117	NAHX	482115 482117	HOPPER	LO	L153	TON	5,000 CUBIC FEET
5	482145 482149	NAHX	482145 482149	HOPPER	LO	L153	TON	5,000 CUBIC FEET
1	482162	NAHX	482162	HOPPER	LO	L153	TON	5,000 CUBIC FEET
10	482182 482191	NAHX	482182 482191	HOPPER	LO	L153	TON	5,000 CUBIC FEET
60	482500 482559	NAHX	482500 482559	HOPPER	LO	L153	TON	5,000 CUBIC FEET
12	482580 482591	NAHX	482580 482591	HOPPER	LO	L153	TON	5,000 CUBIC FEET
5	482594 482598	NAHX	482594 482598	HOPPER	LO	L153	TON	5,000 CUBIC FEET
7	488720 488726	NAHX	488720 488726	HOPPER	LO	L153	TON	5,000 CUBIC FEET

414

0779K

See Record #15039

#11434

CERTIFICATE

The undersigned, being duly appointed officers of General Electric Credit Corporation, a ^{NEW YORK} ~~Delaware~~ corporation ("GECC"), and North American Car Corporation, a Delaware corporation ("NACC"), do hereby certify that the transactions contemplated by the Asset Purchase Agreement, dated the 14th day of February, 1986, as amended, entered into by and among GECC and NACC and certain of its subsidiaries and approved pursuant to orders of the United States Bankruptcy Court for the Central District of California in Case No. LA 84-23401-BR through LA 84-23417-BR authorizing such sale were consummated on July 3, 1986. Pursuant to the orders of the Bankruptcy Court, NACC and its subsidiaries sold each and every railcar owned by them to GECC free and clear of any and all claims, encumbrances, rights and security interests, including the security interests filed with the Interstate Commerce Commission under the recordation numbers listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed as of this 3rd day of July, 1986.

ATTEST:

By

ITS ASSISTANT SECRETARY

GENERAL ELECTRIC CREDIT CORPORATION,
a ~~Delaware~~ Corporation

NEW YORK

By

Its DESIGNATED REPRESENTATIVENORTH AMERICAN CAR CORPORATION, a
Delaware Corporation

ATTEST:

By

ITS ASSISTANT SECRETARY

By

Its PRESIDENT